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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

KRISTIN K. MAYES, Chairman
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ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

IN THE MATTER OF THE JOINT NOTICE AND
APPLICATION OF QWEST CORPORATION,
QWEST COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP., EMBARQ
COMMUNICATIONS, INC. D/B/A CENTURY
LINK COMMUNICATIONS, EMBARQ
PAYPHONE SERVICES, INC. D/B/A
CENTURYLINK, AND CENTURYTEL
SOLUTIONS, LLC, FOR APPROVAL OF THE
PROPOSED MERGER OF THEIR PARENT
CORPORATIONS, QWEST COMMUNICATIONS
INTERNATIONAL INC., AND CENTURYTEL,
INC.

DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

PROCEDURAL ORDER

BY THE COMMISSION:

On May 13, 2010, Qwest Corporation, Qwest Communications Company, LLC, Qwest LD Corp., Embarq Communications, Inc. d/b/a CenturyLink Communications, Embarq Payphone Services, Inc. d/b/a CenturyLink, and CenturyTel Solutions, LLC ("Joint Applicants"), filed with the Arizona Corporation Commission ("Commission") a joint application for approval of the proposed merger of the Applicants' respective parent corporations, Qwest Communication International Inc., and CenturyTel, Inc ("Application").

As part of the Application, the Joint Applicants included a form of protective order that it requested the Commission adopt.

On July 27, 2010, the Joint Applicants filed their Proposed Modification to Requested Procedural Order to Add "Staff Eyes Only" Confidentiality to the proposed form of protective order ("Motion"). In their Motion, the Joint Applicants stated that the parties cannot agree on a form of protective order and requested the matter be set for oral argument.

Arizona Corporation Commission
DOCKETED

AUG 3 2010

DOCKETED BY

1 IT IS THEREFORE ORDERED that a **Procedural Conference shall commence on August**
2 **16, 2010, at 11:00 a.m. at the Commission's Tucson offices, Room 222, 400 West Congress**
3 **Street, Tucson, Arizona 85701.**

4 IT IS FURTHER ORDERED that the **Joint Applicants shall provide to the Administrative**
5 **Law Judge a representative sample of the types of "Staff Eyes Only" documents for *in camera***
6 **review on or before August 11, 2010.**

7 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized
8 Communications) continues to apply to this proceeding as the matter is set for public hearing.

9 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules
10 of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*
11 *hac vice*.

12 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
13 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
14 Rules of Arizona Supreme Court). Representation before the Commission includes appearances at all
15 hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled
16 for discussion, unless counsel has previously been granted permission to withdraw by the
17 Administrative Law Judge or the Commission.

18 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
19 Communications) applies to this proceeding and shall remain in effect until the Commission's
20 Decision in this matter is final and non-appealable.

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IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend, or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

DATED this 30th day of July, 2010.


BELINDA A. MARTIN
ADMINISTRATIVE LAW JUDGE

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